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> (Securities Code 1417) June 9, 2014

# To Our Shareholders:

MIRAIT Holdings Corporation 5-6-36 Toyosu, Koto-ku, Tokyo, Japan Masatoshi Suzuki,

President and Chief Executive Officer

### NOTICE OF THE 4TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

You are cordially invited to attend the 4th Ordinary General Meeting of Shareholders of MIRAIT Holdings Corporation (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing by submitting the Voting Right Exercise Form, or via the Internet website (http://www.evote.jp/) after reviewing the Reference Documents for the General Meeting of Shareholders described hereinafter. Please cast your vote by 5:30 p.m. on Wednesday, June 26, 2014 Japan time.

- 1. Time and Date: 10 a.m., Thursday, June 26, 2014 (Japan time)
- 2. Place: 5-6-36 Toyosu, Koto-ku, Tokyo, Japan Seventh floor conference room, MIRAIT Holdings Corporation 5-6-36 Toyosu, Koto-ku, Tokyo, Japan
- 3. Meeting

Agenda: Matters to be reported:

1. The Business Report, Consolidated Financial Statements for the Company's 4th Fiscal Term (April 1, 2013 - March 31, 2014) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements

2. Non-consolidated Financial Statements for the Company's 4th Fiscal Term (April 1, 2013 - March 31, 2014)

Proposals to

be resolved:

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Partial Amendment of the Articles of Incorporation

Proposal No. 3: Election of 11 Directors

Proposal No. 4: Election of 3 Auditors

Proposal No. 5: Election of 1 Substitute Auditor

Proposal No. 6: Election of Accounting Auditor

- (Directions) If you attend the Meeting in person, please submit the enclosed Voting Rights Exercise Form to the reception desk of the Meeting. You can delegate the exercise of your voting rights only to another shareholder of the Company, as a proxy, who also has voting rights. However, you must submit a written power of attorney to the Company.
  - When you exercise your voting rights via the Internet, please review the "Information on Voting via the Internet"
- Please note that we are planning to conserve energy on the day of the Meeting in terms of lighting and air conditioning. We apologize in advance for any inconvenience caused. We plan to hold the Meeting in light clothing (Cool Biz) and ask our shareholders to attend the Meeting in light clothing as well.
  (Information) -Subsequent amendments to the attached Documents and the Reference Documents for the General Meeting of Shareholders (if any) will be listed on the Company's website (http://www.mirait.co.jp/).
  Following the conclusion of this General Meeting of Shareholders, you are invited to an informal get together for shareholders, where you will have an opportunity to exchange your views with the Company
  - - Company.

## Reference Documents for the General Meeting of Shareholders

Proposals and References
Proposal No. 1: Appropriation of Surplus
The basic policy of the Company is to pay out stable dividends, while taking into account the Company's business performance and its payout ratio. Additionally, its internal reserve is used for reinforcing its financial position and for investing in business development to enhance its corporate value.
Based on such a policy, the appropriation of surplus shall be as follows.
Accordingly, the annual dividend including the interim dividend of ¥10 per share is ¥20 per share.

 Term-End Dividends
 Type of dividend property Cash

(2) Appropriation of dividend property to shareholders and total amount thereof A dividend of ¥10 per share of common stock of the Company shall be paid. In this case, the total dividend paid is ¥813,363,860.

(3) Effective date of distribution of surplus June 27, 2014

Proposal No. 2: Partial Amendment of the Articles of Incorporation

1. Reason for Proposal

This amends the maximum number of directors from 10 to 11 to promote new business developments and strengthen the management structure of the group in the future.

2. Content of the Amendment

The content of the amendment is as follows.

	(Changes a	are underlined.)			
C	Current Art	icles	Proposed A	Proposed Amendment	
(	Number of	Directors)	(Number of Directors)		
A	Article 19	The Company shall have	Article 19	The Company shall have	
n	o more tha	n <u>ten</u> directors.	no more tha	an <u>eleven</u> directors.	

#### Proposal No. 3: Election of 11 Directors

The terms of all ten directors will end upon the conclusion of this General Meeting, and we ask that you elect eleven new directors on the condition that Proposal No. 2 to partially amend the Articles of Incorporation to promote new business developments and strengthen the management structure of the group in the future.

No.	Name	Career Summa	ry, Status, Responsibilities and Significant	Number of the
INO.	(date of birth)	Positions Conc	urrently Held	Company's shares owned
		June 2002	Executive Vice President and General Manager	
			of Tokyo Branch, Nippon Telegraph and	
			Telephone East Corporation	
		June 2004	Senior Executive Vice President and General	
			Manager of Tokyo Branch, Nippon Telegraph	
			and Telephone East Corporation	
		June 2005	Senior Executive Vice President, Daimei	
			Telecom Engineering Corporation (currently	
			MIRAIT Corporation)	
		June 2006	President and Chief Executive Officer, Daimei	
	Goro Yagihashi		Telecom Engineering Corporation	
(1)	(December 16,	October 2010	President and Chief Executive Officer, MIRAIT	53,953 shares
	1945)		Holdings Corporation	
		October 2012	Chairperson and Representative Director,	
			MIRAIT Holdings Corporation	
			Chairperson and Representative Director,	
			MIRAIT Corporation	
		June 2013	Chairperson and Director, MIRAIT Holdings	
			Corporation (to present)	
			Chairperson and Director, MIRAIT Corporation	
			(to present)	
		[Status of Key]	Positions Held Concurrently]	
		Chairperson an	d Director, MIRAIT Corporation	

The candidates for Directors are as follows.

No.	Name	Career Summa	ry, Status, Responsibilities and Significant	Number of the
INO.	(date of birth)	Positions Conc	urrently Held	Company's shares owned
		July 2002	General Manager of Miyagi Branch, Nippon	
			Telegraph and Telephone East Corporation	
		June 2004	Senior Vice President and General Manager of	
			Public Relations Department, NTT Docomo,	
			Inc.	
		June 2007	Executive Vice President and General Manager	
			of Human Resources Management Department,	
			NTT Docomo, Inc.	
		June 2008	Senior Executive Vice President and General	
			Manager of Global Business Division, NTT	
			Docomo, Inc.	
	Masatoshi Suzuki	July 2008	Senior Executive Vice President for Global and	15.051.1
(2)	(October 30, 1951)		Corporate Business, NTT Docomo, Inc.	15,851 shares
		June 2012	Senior Executive Vice President, MIRAIT	
			Holdings Corporation	
			Senior Executive Vice President, Daimei	
			Telecom Engineering Corporation (currently	
			MIRAIT Corporation)	
		October 2012	President and Chief Executive Officer, MIRAIT	,
			Holdings Corporation (to present)	
			Chairperson and Representative Director,	
			MIRAIT Corporation (to present)	
		[Status of Key]	Positions Held Concurrently]	
		President and C	Chief Executive Officer, MIRAIT Corporation	

N	Name	Career Summa	ry, Status, Responsibilities and Significant	Number of the
No.	(date of birth)	Positions Conc	urrently Held	Company's shares owned
(3)	Fumio Takaesu (February 24, 1950)	June 2002 June 2006 June 2008 June 2009 October 2010	Senior Vice President and General Manager of Fukuoka Branch, Nippon Telegraph and Telephone West Corporation President and Chief Executive Officer, NTT- Neomeit Corporation Senior Executive Vice President, Commuture Corporation (currently MIRAIT Technologies Corporation) President and Chief Executive Officer, Commuture Corporation (to present) Senior Executive Vice President and General Manager of the Business Development Department, MIRAIT Holdings Corporation	19,766 shares
		-	Senior Executive Vice President, MIRAIT Holdings Corporation (to present) Positions Held Concurrently] Chief Executive Officer, MIRAIT Technologies	
		May 2002	General Manager of Kumamoto Branch, Nippon Telegraph and Telephone West Corporation	
		June 2007	Senior Vice President and General Manager of the Service Management Department, Nippon Telegraph and Telephone West Corporation	
(4)	* Koichi Takahatake	June 2008	Senior Vice President and General Manager of the Network Department, Nippon Telegraph and Telephone West Corporation	6,000 shares
	(May 9, 1955)	June 2011	Executive Vice President and General Manager of the Network Department, Nippon Telegraph and Telephone West Corporation	
		June 2012	Senior Executive Vice President and General Manager of Plant Headquarters, Nippon Telegraph and Telephone West Corporation (to present)	

No.	Name	Career Summar	y, Status, Responsibilities and Significant	Number of the
INO.	(date of birth)	Positions Conc	urrently Held	Company's shares owned
		June 2006	Senior Vice President and General Manager of	
			the Maintenance and Service Operation	
			Department, Network Business Headquarters,	
			Nippon Telegraph and Telephone East	
			Corporation	
		June 2009	Senior Executive Vice President, General	
			Manager of Network Business Division, NTT-	
			ME Corporation	
		June 2011	Senior Executive Vice President, General	
			Manager of Corporate Management	
	Tatsuhisa		Headquarters, General Manager of Risk	
	Yoshimura		Management Headquarters and Head of West	
(5)	(January 24,		Japan Headquarters, Daimei Telecom	10,126 shares
	1952)		Engineering Corporation (currently MIRAIT	
			Corporation)	
		October 2012	Senior Executive Vice President, General	
			Manager of Corporate Management	
			Headquarters, General Manager of Risk	
			Management Headquarters and Head of West	
			Japan Headquarters, MIRAIT Corporation	
		June 2013	Senior Executive Vice President, MIRAIT	
			Holdings Corporation (to Present)	
			Senior Executive Vice President, MIRAIT	
			Corporation (to present)	

No.	Name (date of birth)	Career Summar Concurrently H	ry, Status, Responsibilities and Significant Positions Ield	Number of the Company's shares owned
		June 2007	Senior Vice President and General Manager of Network Services, NTT Communications	
		June 2010	Corporation Executive Vice President and General Manager of Solution Business Headquarters and Network Business Department, Commuture Corporation	
		July 2010	(currently MIRAIT Technologies Corporation) Executive Vice President and General Manager of Network Business Headquarters, Commuture	
	Yoshimasa Tokui	October 2011	Corporation Executive Vice President and General Manager of Sales Headquarters and Network Business	
(6)	(February 24, 1954)	June 2012	Headquarters, Commuture Corporation Executive Vice President and General Manager of Business Development Department Planning	2,490 shares
		October 2012	Division, MIRAIT Holdings Corporation Executive Vice President and Manager of Emerging Business Office, MIRAIT Holdings Corporation (to	
		June 2013	present) Executive Vice President and General Manager of Business Creation Department, MIRAIT Corporation (to present)	
			Executive Vice President, MIRAIT Technologies Corporation (to present)	

No.	Name (date of birth)	Career Summa Concurrently H	ry, Status, Responsibilities and Significant Positions Ield	Number of the Company's shares owned
		June 2007	General Manager of Accounts and Finance	
			Department, Nippon Telegraph and Telephone East	
			Corporation	
		July 2009	General Manager of Corporate Management	
			Headquarters Corporate Planning Department and	
			General Manager of Risk Management Headquarters	
			Compliance Promotion Office, Daimei Telecom	
			Engineering Corporation (currently MIRAIT	
			Corporation)	
		June 2010	Vice President, General Manager of Corporate	
			Management Headquarters Corporate Planning	
			Department and General Manager of Risk	
			Management Headquarters Compliance Promotion	
	Manabu Kiriyama	a	Office, Daimei Telecom Engineering Corporation	
(7)	(November 26,	October 2010	General Manager of Finance Division, MIRAIT	7,569 shares
	1956)		Holdings Corporation	
		October 2011	Vice President, General Manager of Finance Divisior	ı
			and General Manager of M's Brain Center Finance	
			and Accounting Division, MIRAIT Holdings	
			Corporation	
		June 2012	Executive Vice President, General Manager of	
			Finance Division and General Manager of M's Brain	
			Center Finance and Accounting Division, MIRAIT	
			Holdings Corporation	
		October 2012	Executive Vice President, General Manager of	
			Finance Division, General Manager of M's Brain	
			Center and General Manager of Finance and	
			Accounting Division, MIRAIT Holdings Corporation	
			(to present)	

No.	Name (date of birth)	Career Summa Concurrently H	ry, Status, Responsibilities and Significant Positions Ield	Number of the Company's shares owned
(8)	Masashi Sogo (October 25, 1954)	June 2006 June 2007 July 2009 June 2012 October 2012 June 2013	<ul> <li>General Manager of Shizuoka Branch, Nippon</li> <li>Telegraph and Telephone West Corporation</li> <li>Vice President and General Manager of Auditing</li> <li>Department, NTT Data Corporation</li> <li>Vice President and General Manager of General</li> <li>Affairs Department, NTT Data Corporation</li> <li>Senior Vice President, General Manager of Corporate</li> <li>Affairs Department, MIRAIT Holdings Corporation</li> <li>Senior Vice President, General Manager of Corporate</li> <li>Affairs Department, General Manager of Corporate</li> <li>Affairs Department, General Manager of Corporate</li> <li>Affairs Department, General Manager of M's Brain</li> <li>Center General Affairs Division, MIRAIT Holdings</li> <li>Corporation</li> <li>Executive Vice President, General Manager of</li> <li>Corporate Human Resource Division, General</li> <li>Manager of M's Brain Center General Affairs</li> <li>Division, MIRAIT Holdings Corporation (to present)</li> <li>Executive Vice President and General Manager</li> <li>Human Resource Division, MIRAIT Corporation (to present)</li> </ul>	3,783 shares

		July 2002	General Manager of Fukushima Branch, Nippon	
		July 2002	Telegraph and Telephone East Corporation	
		July 2005	General Manager of President's Office, General	
		July 2003	Manager of BB Network Business Division, Daimei	
			•	
			Telecom Engineering Corporation (currently	
		1 2000	MIRAIT Corporation)	
		June 2008	Vice President, General Manager of IT Engineering	
			& Service Company Transition Planning	
			Department, Daimei Telecom Engineering	
			Corporation	
		June 2009	Vice President, General Manager of IT Engineering	
			& Service Company Transition Planning Office and	
			General Manager of Broadcast Radio Division,	
(9)	Hiroshi Kogure		Wireless Headquarters, Daimei Telecom Engineering	7,014 shares
(-)	(May 16, 1953)		Corporation	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
		October 2010	Vice President, General Manager of Corporate	
			Planning Department and Strategy Department,	
			MIRAIT Holdings Corporation	
		October 2012	Executive Vice President, General Manager of	
			Corporate Planning Department and Strategy	
			Department, and General Manager of Business	
			Creation Department, MIRAIT Corporation	
		June 2013	Executive Vice President and General Manager of	
			Strategy Department, MIRAIT Holdings Corporation	
			(to present)	
			Executive Vice President and General Manager of	
			Corporate Planning Department, MIRAIT	
			Corporation (to present)	
		April 2000	Managing Director for and Asia Pacific e-Business	
			Solutions, IBM Japan, Ltd.	
		January 2001	Managing Director and Vice President of Asia	
			Pacific Distribution Business, IBM Japan, Ltd.	
		October 2002	President and CEO, IBM Business Consulting	
	* Masaharu		Services (currently IBM Japan, Ltd.)	
(10)	Kimura	June 2004	Managing Director and General Manager of Sony	0 shares
	(January 5, 1948)		Enterprise Division, IBM Japan, Ltd.	
		June 2007	President and CEO, ACCA Networks (currently	
			eAccess Ltd.)	
		April 2010	Director, National Center for Child Health	
		1 1p111 2010	and Development (to present)	

No.		Career Summary Concurrently He	y, Status, Responsibilities and Significant Positions	Number of the Company's shares owned
(11)	* Eiji Ebinuma (July 3, 1957)	April 2002 April 2003 December 2008 April 2010 January 2013 April 2014	Assistant Manager of Human Resources Division Planning Team, Mizuho Bank, Ltd. Manager of President's Office and Manager of General Planning Office, Olympic Co., Ltd. Registered as attorney at law Part-time teacher at Sophia Law School (to present) Partner of Tanabe & Partners (to present) Member of Toranomon Hospital Clinical Review Board (to present) Member of Independent Committee of DC Co., Ltd. (to present)	0 shares

(Notes) 1. \* indicates a new director candidate.

2. No conflicts of interest exist between the candidates for Directors and the Company.

3. Koichi Takahatake is scheduled to resign from his position as Representative Director of Nippon Telegraph and Telephone West Corporation at said company's General Shareholders' Meeting to be held on June 20, 2014.

4. Masaharu Kimura and Eiji Ebinuma are candidates for outside directors, and we plan to provide notification as independent directors in accordance with the provisions of Tokyo Stock Exchange, Inc. 5. Masaharu Kimura has abundant experience as a manager in IT companies such as serving as Managing Director of IBM Japan, Ltd., and in addition to expecting the knowledge and perception stemming from this experience, we have determined that he is qualified to independently monitor management and will lead to the improvement of transparency of the Board of Directors and strengthening of monitoring functions.

6. Eiji Ebinuma has served in key positions at Mizuho Bank and in addition to expecting the knowledge and perception stemming from his experience as an attorney, we have determined that he is qualified to independently monitor management from a legal perspective and will lead to the improvement of transparency of the Board of Directors and strengthening of monitoring functions.

7. To enable the Company to welcome talented personnel as outside directors, the Articles of incorporation stipulate the ability to conclude agreements to limit liability for compensation for damage withy outside directors, and we plan to conclude agreements to limit liability with Masaharu Kimura and Eiji Ebinuma in the event they are elected as outside directors.

The content of the agreements are as follows.

- In the event an outside director is liable to the Company for failing in his/her duties, liability shall be to the extent of the minimum limit of liability under Article 425, Paragraph 1 of the Companies Act.

- Recognition of the above limitation of liability is limited to the execution of duties causing the liability of the outside director being due to good intention and without gross negligence.

### Proposal No. 4: Election of 3 Auditors

The terms of auditors Yoshiaki Ugaki and Hiroshi Daikuya will expire and Yoshimichi Suganuma will resign upon the conclusion of the General Meeting. Therefore we ask that you elect three auditors. Yusuke Kodama is elected as a substitute for Yoshimichi Suganuma, and the term thereof is until the end of the term of an auditor who has resigned in accordance with the provisions of the Company's Articles of Incorporation.

We have also received the consent of the Board of Auditors concerning this proposal.

The candidates for Auditors are as follows.

No.	Name	Career Summa	ry, Status and Significant Positions Concurrently Held	Number of the Company's
140.	(date of birth)		ry, status and significant rositions concurrently field	shares owned
		July 2000	General Manager of Kagawa Branch, Nippon Telegraph	
			and Telephone West Corporation	
(1)		May 2002	Senior Vice President and General Manager of Corporate	
	* Masao Matsuo		Planning, NTT-Neomeit Corporation	
(1)	(November 5,	July 2005	Adviser to Fuji Xerox Co., Ltd.	0 shares
	1952)	July 2009	Manager, Sales Department I, NTT Advertising, Inc.	
		July 2013	Manager, Sales Department I and Sales Department IV,	
			NTT Advertising, Inc. (to present)	
		June 2010	Senior Executive Vice President and General Manager of	
			Corporate Planning Department, Business Access Center	
			and Compliance Office, Commuture Corporation	
			(currently MIRAIT Technologies Corporation)	
		October 2010	Executive Vice President and General Manager of	
			Corporate Affairs Department and Human Resource	
			Division, MIRAIT Holdings Corporation	
		October 2011	Executive Vice President, General Manager of Corporate	
	* Yusuke Kodama		Affairs Department, General Manager of Human Resource	5.042.1
(2)	(August 9, 1951)		Division, General Manager of M's Brain Center, MIRAIT	5,043 shares
			Holdings Corporation	
		October 2012	Senior Executive Vice President, General Manager of	
			Corporate Management headquarters and Manager of Risk	
			Management Office, MIRAIT Technologies Corporation	
		June 2013	Senior Executive Vice President, General Manager of	
			Corporate Management headquarters and Manager of Risk	
			Management Office, MIRAIT Technologies Corporation	
			(to present)	

No. (date of birth) Career Summary, Status and Significant Positions Concurrently Held	shares owned
(3)March 1994Registered as Certified Public AccountantJuly 2001Director of @Stream Consulting Corporation (currently @Stream Corporation)(3)Hiroshi DaikuyaDecember 2001 Auditor of VINAS Co., Ltd.July 15, 1968)June 2006Auditor of Daiken Iki CorporationOctober 2010Auditor of MIRAIT Holdings Corporation (to present)July 2013President and Partner of @Stream Corporation (to present)	0 shares

(Notes) 1. \* indicates a new auditor candidate.

2. No conflicts of interest exist between the candidates for auditors and the Company.

3. Masao Matsuo is a candidate for outside auditor, and we plan to provide notification as independent officer in accordance with the provisions of Tokyo Stock Exchange, Inc.

4. Masao Matsuo is has been involved in management of NTT Advertising, Inc. and has abundant experience and knowledge concerning management, and as we expect general supervision and valuable advice on the Company from an independent perspective, we ask that you elect him as an outside auditor.

5. Yusuke Kodama is scheduled to resign from his position as director and be appointed as auditor of MIRAIT Technologies Corporation in the General Meeting of the same company to be held on June 20, 2014.

6. Hiroshi Daikuya is a candidate for outside auditor, and we have provided notification as independent officer in accordance with the provisions of Tokyo Stock Exchange, Inc.

7. Hiroshi Daikuya is a qualified Certified Public Accountant, and has served as CEO of the management consulting firm @Stream Corporation, and has abundant experience and knowledge concerning management, and as we expect general supervision and valuable advice on the Company from an independent perspective, we ask that you elect him as an outside auditor.

8. The term of office of Hiroshi Daikuya as an outside auditor shall be three years and nine months from the conclusion of the Shareholders' Meeting.

9. To enable the Company to welcome talented personnel as outside auditors, the Articles of incorporation stipulate the ability to conclude agreements to limit liability for compensation for damage withy outside auditors, and we plan to conclude an agreement to limit liability with Masao Matsuo in the event he is elected as an outside director. Furthermore, the Company has also concluded a liability limitation agreement with Hiroshi Daikuya, and we plan to continue said agreement in the event he is elected.

The content of the agreements are as follows.

- In the event an outside auditor is liable to the Company for failing in his/her duties, liability shall be to the extent of the minimum limit of liability under Article 425, Paragraph 1 of the Companies Act.

- Recognition of the above limitation of liability is limited to the execution of duties causing the liability of the outside auditor being due to good intention and without gross negligence.

Proposal No. 5: Election of 1 Substitute Auditor

The effect of the current election of a substitute auditor exists until the commencement of this General Meeting, and we ask that you elect one substitute auditor in case the number of auditors required by law is not met.

We have also received the consent of the Board of Auditors concerning this proposal.

The candidates for substitute auditors are as follows.

Name		Career Summary, Status and Significant Positions Concurrently Held	
(date of birth)	Career Summ		
			shares owned
Yoichi Takamiya (August 6, 1949)	June 2001	Executive Officer and General Manager of President's	
		Office, Yasuda Fire and Marine Insurance Company	
		Limited (currently Sompo Japan Insurance Inc.)	
	April 2002	Executive Officer and General Manager of Corporate	
		Planning Department, Yasuda Fire and Marine Insurance	
		Company Limited	
	June 2002	Managing Executive Officer, Yasuda Fire and Marine	
		Insurance Company Limited	
	July 2002	Managing Executive Officer, Sompo Japan Insurance, Inc.	1,229 shares
	April 2005	Senior Managing Executive Officer and General Manager	
		of Chubu Division, Sompo Japan Insurance, Inc.	
	April 2007	Advisor to Sompo Japan Insurance, Inc.	
	June 2007	Auditor, Mizuho Trust & Banking Co., Ltd.	
	April 2010	Visiting Professor, Faculty of Management & Information	
		Sciences, Josai International University	
	June 2011	Auditor, Daimei Telecom Engineering Corporation	
		(currently MIRAIT Corporation) (to present)	

(Notes) 1. Yoichi Takamiya is a substitute auditor candidate.

2. No conflicts of interest exist between the candidate and the Company.

3. Yoichi Takamiya has abundant experience and knowledge concerning management including serving as Senior Managing Executive Officer of Sompo Japan Insurance, Inc., and teaching at Josai International University, and as we expect general supervision and valuable advice on the Company from an independent perspective, we ask that you elect him as a substitute outside auditor.

4. To enable the Company to welcome talented personnel as outside auditors, the Articles of incorporation stipulate the ability to conclude agreements to limit liability for compensation for damage withy outside auditors, and we plan to conclude an agreement to limit liability with Yoichi Takamiya in the event he is elected as an outside auditor.

The content of the agreements are as follows.

- In the event an outside auditor is liable to the Company for failing in his/her duties, liability shall be to the extent of the minimum limit of liability under Article 425, Paragraph 1 of the Companies Act.

- Recognition of the above limitation of liability is limited to the execution of duties causing the liability of the outside auditor being due to good intention and without gross negligence.

Proposal No. 6:

The term of the Company's accounting auditor, BDO Toyo & Co. will end upon the conclusion of the General Meeting, and we ask that you appoint KPMG AZSA LLC as the succeeding accounting auditor. We have also received the consent of the Board of Auditors concerning this proposal. The candidate for accounting auditor is as follows.

Name of Auditing	KPMG AZSA LLC				
Firm					
Offices	Principal office:	1-2 Tsukudo-cho, Shinjuku-ku, Tokyo			
	Secondary offices:	pporo, Sendai, Hokuriku, Kitakanto, Yokohama,			
		Nagoya, Kyoto, Osaka, Kobe, Hiroshima, Fukuoka			
History	July 1985	Asahi Shinwa Audit Corporation established			
	October 1993	Merged with Inoue Saito Eiwa Audit Corporation			
		(established April 1978), and changed name to Asahi &			
		Co.			
	January 2004	Merged with AZSA & Co. (established February 2003),			
		and changed name to AZSA & Co.			
	July 2010	Made transition to limited liability audit company and			
		changed name to KPMG AZSA LLC.			
Overview	Capital:	¥3,000 million			
	Employees (excluding part time)				
	Certified Publ	ic 2,993			
	Accountants				
		(32 senior partners, 509 partners)			
	Junior Certifie				
	Public Accountants				
	Successful CF	PA 1,061			
	Examination Appli	,			
	Specialized personnel 611				
	Other personn				
	Total	5,251			
	10.01	5,251			
	Companies handles	4 3 280			
	Companies handled	d 3,289			

(As of March 31, 2014)

End